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*Attorneys for Irving H. Picard, Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC and Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation
of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

MERCEDES P. REA, individually and in her
capacity as a joint tenant,

Defendant.

Adv. Pro. No. 10-05393 (SMB)

STIPULATION FOR SUBSTITUTION OF DEFENDANTS AND ORDER

WHEREAS, on December 9, 2010, Irving H. Picard (the “Trustee”), as trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa *et. seq.*, and the substantively consolidated estate of Bernard L. Madoff individually, filed the above-captioned avoidance action against defendant Mercedes P. Rea; and

WHEREAS, Mercedes P. Rea died during the pendency of this action; and

WHEREAS, the undersigned counsel for Mercedes P. Rea filed a Suggestion of Death with this Court on May 1, 2014;

IT IS THEREFORE MUTUALLY AGREED AND STIPULATED, by and between the Trustee, and Anthony J. D’Auria as the personal representative of the Estate of Mercedes P. Rea¹, as follows:

1. The Estate of Mercedes P. Rea (the “Estate”), and Anthony J. D’Auria, solely in his capacity as the personal representative of the Estate of Mercedes P. Rea (collectively referred to as “Defendants”), are hereby substituted into this action in place of Mercedes P. Rea, deceased, and the Complaint shall be deemed so amended.

2. The Clerk of the Court is hereby directed to amend the caption to remove Mercedes P. Rea and substitute the Estate of Mercedes P. Rea, as well as Anthony J. D’Auria, solely in his capacity as the personal representative of the Estate of Mercedes P. Rea, as reflected on Exhibit A to this Stipulation.

3. Undersigned counsel for Defendants: (i) expressly represents that he has the authority to accept service of the Complaint on behalf of Defendants, (ii) waives service of the

¹ The Probate Proceeding of Mercedes P. Rea, Surrogate’s Court of the State of New York, Nassau County, File No. 2014-379311

summons and the Complaint on behalf of Defendants, (iii) hereby waives any defenses based on insufficiency of process or insufficiency of service of process of the summons and Complaint on behalf of Defendants, and (iv) expressly agrees that the amendment noted in Paragraph 1 hereof shall not be considered an amendment under Federal Rule of Civil Procedure 15(a)(1)(A) or (B), that the Trustee's right to amend under Federal Rule of Civil Procedure 15(a)(1)(A) or (B) is expressly reserved, and that the Trustee may file one amendment without leave of court in compliance with Federal Rule of Civil Procedure 15(a)(1)(A) or (B).

4. Except as expressly set forth herein, the parties to this Stipulation reserve all rights and defenses they may have and agree that the entry into this Stipulation shall not expand or affect any rights they don't otherwise have.

5. This Stipulation may be signed by the parties in any number of counterparts, each of which when so signed shall be an original, but all of which shall together constitute one and the same instrument. A signed facsimile, photostatic or electronic copy of this Stipulation shall be deemed an original.

[The rest of this page is intentionally left blank.]

Dated: May 5, 2014

New York, New York

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Liquidation of Bernard L. Madoff Investment
Securities LLC and the Estate of Bernard L.
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Attorneys for Decedent Mercedes P. Rea

SO ORDERED:

Dated: May 6th, 2014
New York, New York

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT “A”

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THE ESTATE OF MERCEDES P. REA and
ANTHONY J. D’AURIA, in his capacity as
personal representative of the Estate of Mercedes P.
Rea,

Defendants.

Adv. Pro. No. 10-05393 (SMB)